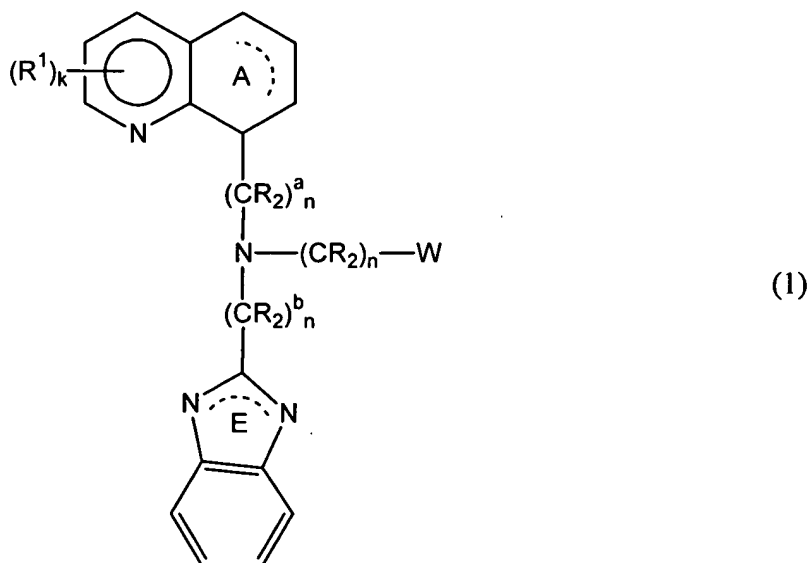


Claims

1. A compound of the formula



and the salts and prodrug forms thereof

wherein

the dotted lines represent optional unsaturation;

R^1 is a non-interfering substituent selected from halo, substituted or unsubstituted alkyl, substituted or unsubstituted hydroxyl, substituted or unsubstituted amino, substituted or unsubstituted thiol, and substituted or unsubstituted acyl;

k is 0-3;

each n is independently 0 or 1;

each R is independently H or alkyl (1-6C);

W is a 5-6 membered heterocyclic ring comprising one or more heterotoms, optionally fused with a benzene ring, or a benzene ring fused with another 5-6 membered heterocyclic ring, optionally containing a double bond; wherein W is optionally substituted with Y_j ;

j is 0-3;

each Y is independently a non-interfering substituent selected from the group consisting of halo, OR; SH; SO; SO₂;

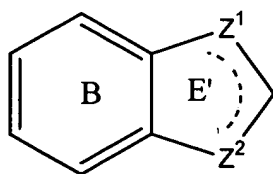
optionally substituted phenyl;

- (CR₂)_mOR;
- (CR₂)_mCOR;
- (CR₂)_mCOOR;
- (CR₂)_mN=CH—NR₂;
- (CR₂)_mCN;
- (CR₂)_mNR⁵₂;
- (CR₂)_mNR(CR₂)_mNRR⁴;
- (CR₂)_mNR(CR₂)_mNR(CR₂)_mNR⁵₂;
- (CR₂)_mCO(CR₂)_mNR⁵₂;
- (CR₂)_mCO(CR₂)_mNR(CR₂)_mNRR⁴;
- (CR₂)_mCO(CR₂)_mNR(CR₂)_mNR(CR₂)_mNR⁵₂;
- (CR₂)_mNRCO(CR₂)_mNRR⁴;
- (CR₂)_mNRCO(CR₂)_mNR(CR₂)_mNR⁵₂;
- (CR₂)_mNRCO(CR₂)_mNR(CR₂)_mNR(CR₂)_mNR(CR₂)_mNR⁵₂;
- (CR₂)_mNROH;
- (CR₂)_mCONROH;
- (CR₂)_mCR=NOH;
- (CR₂)_mguanidino;
- (CR₂)_mCONHNHR; and
- (CR₂)_mamidino;

wherein R is H or alkyl (1-6C), each m is independently 0-4, and each R⁴ and each R⁵ is independently H, alkyl (1-6C), alkenyl (1-6C), alkynyl (1-6C), or acyl (1-6C), each optionally substituted by one or more nonaromatic, nonheterocyclic substituent(s) and a indicates the linker between Ring A and N and b indicates the linker between ring E and the N.

2. The compound of claim 1, wherein E comprises a pi bond coupled to one N.

3. The compound of claim 1, wherein ring A is saturated.
4. The compound of claim 1, wherein k is 0-1.
5. The compound of claim 4, wherein the ring system which includes A is tetrahydroquinoline or a substituted form thereof.
6. The compound of claim 1, wherein one of $(CR_2)_n^a$ and $(CR_2)_n^b$ is CH_2 and the other is a bond.
7. The compound of claim 6, wherein $(CR_2)_n^a$ is a bond and $(CR_2)_n^b$ is CH_2 .
8. The compound of claim 7, wherein the ring system that includes A is tetrahydroquinoline or a substituted form thereof.
9. The compound of claim 8, wherein ring E comprises a pi bond coupled to one N.
10. The compound of claim 9, wherein W is a 5-6 membered heterocyclic ring optionally substituted with $(CR_2)_m-NH_2$ where $m = 0-1$, benzyl or halo.
11. The compound of claim 10, wherein W is pyridyl, oxazolyl or imidazolyl.
12. The compound of claim 9, wherein W is of the formula



wherein the dotted line represents optional unsaturation;

Z^1 and Z^2 are both heteroatoms, or one of Z^1 and Z^2 is a heteroatom and the other is carbon;

and wherein W is linked to (CR₂)_n through the B or E' ring.

13. The compound of claim 12, wherein Z¹ and Z² are independently N or O.
14. The compound of claim 11, wherein at least one Y is -(CR₂)_m-NH₂, where m = 0-1, benzyl or halo.
15. The compound of claim 11, wherein said compound is selected from the group consisting of
(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-[(1-aminomethyl)-benzoxazol-3-ylmethyl]-amine;
(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-[(1-benzyl-2-aminomethyl)-imidazol-5-ylmethyl]-amine;
6-aminomethylpyridin-3-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;
(6-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;
(2-aminopyridin-3-ylmethyl)-(benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-8-quinoliny)-amine;
(6-amino-pyridin-2-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;
(4-amino-pyridin-3-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;
(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-(imidazol-2-yl)-methylamine;
4-{[(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amino]-methyl}-2,6-dichloropyridine;
(1H-benzimidazol-2-ylmethyl)-benzoxazol-5-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;

pyridin-2-ylmethyl-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydroquinolin-8-yl)-amine;
 (1H-benzimidazol-2-ylmethyl)-benzoxazol-6-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-
 amine;
 (1H-benzimidazol-4-ylmethyl)-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-
 8-yl)-amine;
 (1H-benzimidazol-2-ylmethyl)-pyridin-4-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;
 (1H-benzimidazol-2-ylmethyl)-(benzo[1,3]dioxol-4-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-
 amine;
 benzo[1,3]dioxol-5-ylmethyl-(1H-benzoimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-
 8-yl)-amine;
 (1H-benzimidazol-2-ylmethyl)-(2,3-dihydro-benzofuran-7-ylmethyl)-(5,6,7,8-tetrahydro-
 quinolin-8-yl)-amine;
 (1H-benzimidazol-2-ylmethyl)-pyridin-3-ylmethyl-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;
 (1H-benzoimidazol-5-ylmethyl)-(1H-benzoimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-
 quinolin-8-yl)-amine;
 bis-(1H-benzimidazol-2-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine; (1H-
 benzimidazol-2-ylmethyl)-(3H-imidazol-4-ylmethyl)-(5,6,7,8-tetrahydro-quinolin-8-yl)-amine;
 or a salt thereof.

16. A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of claim 11.

17. The pharmaceutical composition of claim 16, wherein $(CR_2)_n^a$ is a bond and $(CR_2)_n^b$ is CH_2 .

18. The pharmaceutical composition of claim 17, wherein the ring system that includes A is tetrahydroquinoline or a substituted form thereof.

19. The pharmaceutical composition of claim 18, wherein ring E comprises a pi bond

coupled to one N.

20. A pharmaceutical composition for modulating chemokine receptor activity comprising a therapeutically effective amount of the compound of claim 15.

21. A method to treat HIV or FIV, comprising administering to a subject in need of such treatment an effective amount of the compound of any of claim 1, or a pharmaceutical composition thereof.